



Securities & Exchange Commission Fifth Street, N.W., Judiciary Plaza 450 20549 WASHINGTON DC U.S.A.

**Corporate Communications / Investor Relations** 



Direct phone

Direct fax

E-mail

Subject

September 27, 2004 +31 23 546 32 38

+31 23 546 39 12

ride/meel@hq.vnu.comqs.g. distat Qualipot of Contract Gyalo trong 335, 4343 ADR file hr? 82-2876 when a more example to be a second control of the promote of

Dear Sirs,

Please find enclosed a press release dated September 27, 2004:

VNU TO SELL ITS WORLD DIRECTORIES GROUP

With kind regards,

Senoir Vice President

PROCESSED

OCT 0 4 2004

THOMSON FINANCIAI

P. 10 11 22 12

大大學 医环境医疗 医鼠虫病 医乳腺素 经销售的 经收益的

CONTRACTOR OF GOODS IN SECURISHING A SECURE OF THE SECURE OF THE SECURISHING OF THE SECUR

1 331 112

140000



## Press release

RECEIVED

2004 OCT -4 A II: 18

OFFICE OF INTERNATIONS
CORPORATE FINANCE

Date

September 27, 2004

## **VNU TO SELL ITS WORLD DIRECTORIES GROUP**

Haarlem, the Netherlands – VNU, a leading global information and media company, today announced that it has signed a definitive agreement to sell its World Directories group to World Directories Acquisition Corp., a legal entity owned by funds advised by Apax Partners Worldwide LLP and Cinven Limited, for a price of EUR 2,075 million.

The sale includes all operating companies and directly related activities of World Directories. The group produces telephone books and Yellow-Pages directories both in print and on-line under brand names such as Golden Pages, Gouden Gids, Pages d'Or, Páginas Amarelas and Pagini Aurii.

The group is market leader in each of the seven countries where it does business: Belgium, the Netherlands, Ireland, Portugal, Romania, Puerto Rico and South Africa. World Directories employs approximately 2,200 people. In 2003, the group generated EUR 492 million in revenues and EUR 211 million in operating income.

"We are extremely pleased to announce this transaction. I would like to emphasize that World Directories played a very important role in the growth and success of VNU. For almost seven years the group showed a strong and positive performance. The transaction allows us to focus on our high-growth core marketing, media measurement and business information activities", said Rob van den Bergh, Chairman and CEO of VNU. "I am convinced that we have found a good new owner for the group, who will continue to grow the business. We look forward to watching the continued success of World Directories."

Commenting on the announcement, Ed Penninx, President and CEO of World Directories said: "We are very pleased with the outcome of the sales process. We have developed an excellent relationship with the representatives of Cinven and Apax Partners over the past months and look forward to working with them over the coming years. We believe this next phase of ownership of World Directories will be beneficial to our employees, clients, suppliers and the communities in which we operate."

Tom Hall, Director of Apax Partners, said: "World Directories is a strong highly profitable business with significant opportunities for growth. We believe we have a great opportunity together with management to create value as the business enters this new stage of its development. Building on Apax Partners' experience in the directories industry, with prior Apax Partners Funds' investments in Yell and Thomson Directories, and the experience of investing in publishing of our partner Cinven, World Directories will have the strategic support, financial backing and commitment it needs to realize these opportunities.



## Press release

Date September 27, 2004

Page 2 of 2

We will invest in the key assets of the company - its brands, sales forces and products - to drive the business forward."

Commenting on the acquisition, Cinven Partner Brian Linden, said: "World Directories is a very stable, high margin and cash generative business with significant growth opportunities both in print and on-line. We see substantial upside for the group through a tighly focused strategy of investment in the sales force, marketing and product development. World Directories has been a highly sought after asset. It is a very attractive international business with a strong reputation. Our strategy will aim to build on World Directories' strength as a world-class player in directory publishing. We have a proven track record of investing in the media sector and today's acquisition is in line with our focus of backing leading European businesses with compelling growth prospects."

The transaction is subject to customary conditions, including approval by relevant antitrust authorities and advice from the central workers council. VNU will hold an Extraordinary General Meeting of Shareholders to approve the contemplated transaction. Beforehand, shareholders will receive an explanatory memorandum and agenda of this Extraordinary General Meeting of Shareholders, to be held in due course. The transaction is expected to close by the end of 2004.

VNU intends to use at least half of the proceeds from this divestiture to repay debt and thus significantly strengthen its balance sheet.

Credit Suisse First Boston and Goldman Sachs advised VNU in connection with this transaction. UBS Investment Bank and JPMorgan acted as financial advisers to Cinven and Apax Partners.

## **VNU**

VNU is a global information and media company with leading market positions and recognized brands in marketing information (ACNielsen), media measurement and information (Nielsen Media Research), business information (Billboard, The Hollywood Reporter, Computing, Intermediair) and directory publishing (Golden Pages).

VNU is active in more than 100 countries, with headquarters in Haarlem, the Netherlands and New York, USA. The company employs 38,000 people. Total revenues amounted to EUR 3.9 billion in 2003. VNU is listed on the Euronext Amsterdam (ASE: VNU) stock exchange. For more information, please visit the VNU website at <a href="https://www.vnu.com">www.vnu.com</a>

Press contacts Koen van Zijl telephone + 31 23 546 39 35 Investor relations Rob de Meel telephone + 31 23 546 36 00